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TALLAHASSEE, FLORIDA

B. BOSTICK

AUG 5 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MDK MORTGAGE CONSULTING, L.L.C.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Kenneth J. Crotty, Esq.

Contact Person

Gassman Law Associates, P.A.

Firm/Company

1245 Court Street, Suite 102

Address

Clearwater, FL 33756

City, State and Zip Code

june@gassmanpa.com

E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

June Rich

Name of Contact Person

at (727)

442-1200 x240

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MDK CONSULTING, LLC	NEW JERSEY	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MDK MORTGAGE CONSULTING, L.L.C.	FLORIDA	Limited Liability Company

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THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____


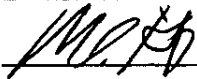
Mailing address: _____

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
MDK CONSULTING, L.L.C.		Michael D. Katz
MDK MORTGAGE		
CONSULTING, L.L.C.		Michael D. Katz

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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 TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MDK CONSULTING, LLC	NEW JERSEY	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MDK MORTGAGE CONSULTING, L.L.C.	FLORIDA	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

The Constituent Companies hereby agree that the Merging Company shall be merged with and into the Surviving Company, and that the Merging Company and the Surviving Company shall be a single Company. The Surviving Company shall be the Company continuing after the merger, and the separate existence of the Merging Company shall cease on the effective date of this Agreement.

(Attach additional sheet if necessary)

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FLORIDA

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Since all of the membership interests of the Merging Company are currently owned
by the same Members and in the same proportion as the membership interests of
the Surviving Company, no additional membership interests need be issued by
the Surviving Company to reflect the ownership interest of the Members after the
effective date. The certificates representing the ownership interests of the Merging
Company shall be surrendered and canceled on the effective date. The then
membership interests of the Surviving Company shall be unaffected by the merger
and shall continue to constitute all of the membership interests in the Surviving
Company. *(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SAME AS ABOVE.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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